



CORPORATION SERVICE COMPANY

August 26, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 - Fax
Barbara.Saddler@stb.dot.gov

RE: 146754-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 20, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **RAILTEX, INC.**
5300 Broken Sound Boulevard NW Boca Raton, FL 33487

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **RAILTEX, INC.** covering 42 flat cars with reporting marks and numbers – ATW 53000 – ATW 53090 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 25582 dated 05/13/2005 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

RECORDATION NO. 25582-A FILED

AUG 29 '05

4-37 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20th day of September, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and RAILTEX, INC., a Texas corporation, with an address at 5300 Broken Sound Blvd., N.W., Boca Raton, FL 33487 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of 9/20/04, covering the equipment listed on Schedule A hereto (the "Equipment"), *pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on 5/13/05 as Recordation No. 25582*

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

RECORDATION NO. 25582-A FILED

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4-37 PM

SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

RAILTEX, INC.

By: Sandra K. Franger
Name: Sandra K. Franger
Title: V.P. - Contracts

Schedule A

Number of Cars

Equipment Description

42	68' Flat Car	
1	ATW	53000
2	ATW	53001
3	ATW	53002
4	ATW	53005
5	ATW	53006
6	ATW	53009
7	ATW	53013
8	ATW	53014
9	ATW	53015
10	ATW	53018
11	ATW	53021
12	ATW	53027
13	ATW	53028
14	ATW	53032
15	ATW	53034
16	ATW	53036
17	ATW	53037
18	ATW	53038
19	ATW	53039
20	ATW	53042
21	ATW	53043
22	ATW	53045
23	ATW	53051
24	ATW	53052
25	ATW	53054
26	ATW	53055
27	ATW	53056
28	ATW	53057
29	ATW	53058
30	ATW	53060
31	ATW	53061
32	ATW	53063
33	ATW	53065
34	ATW	53066
35	ATW	53069
36	ATW	53072
37	ATW	53074
38	ATW	53078
39	ATW	53080
40	ATW	53082
41	ATW	53088
42	ATW	53090